

BRAE

CORPORATION

RECORDATION NO. 10630-X FILED 1425

SEP 1 1988 - 11 35 AM

INTERSTATE COMMERCE COMMISSION

VIA HAND DELIVERY

August 31, 1988

Ms. Agatha Mergenovich, Secretary
Interstate Commerce Commission
12th & Constitution
Room 2215
Washington, D.C. 20423

RECORDATION NO. 10630-Y FILED 1425

SEP 1 1988 - 11 35 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Mergenovich:

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C Section 11303 are one original and four copies of the following document:

Equipment Schedule No. 4 dated as of July 22, 1988 by BRAE Transportation, Inc. and Burlington Northern Railroad Company

For purposes of this filing, Equipment Schedule No. 4 relates only to those railcars, AAR Mechanical Designation, marked as follows:

BN 223113
223269

Ms. Agatha Mergenovich
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The names and addresses of the parties to the transactions evidenced by the document described above are as follows:

SECURED

PARTY: Morgan Guaranty Trust Company of New York
30 West Broadway
New York, New York 10015

LESSOR: BRAE Transportation, Inc.
160 Spear Street, Suite 1600
San Francisco, CA 94105

LESSEE: Burlington Northern Railroad Company
9401 Indian Creek Parkway
Overland Park, KS 66210

Also, enclosed for filing and recordation pursuant to the provisions of 49 U.S.C Section 11303 are one original and four copies of the following document:

Amendment No. 2 to the Lease Agreement dated March 1, 1984 between BRAE Transportation, Inc. and Indiana Hi-Rail Corporation

For purposes of this filing, the Amendment No. 2 relate only to those railcars, AAR Mechanical Designation, marked as follows:

IHRC11021-11024

The names and addresses of the parties to the transactions evidenced by the document described above are as follows:

SECURED

PARTY: Morgan Guaranty Trust Company of New York
30 West Broadway
New York, New York 10015

LESSOR: BRAE Transportation, Inc.
160 Spear Street, Suite 1600
San Francisco, CA 94105

SUB
LESSEE: Indiana Hi-Rail Corporation
R.R. #1, Box 242
Connersville, Indiana 47331

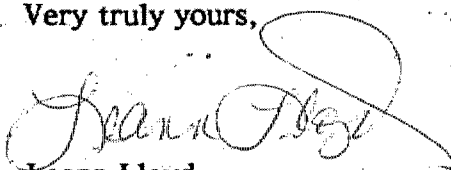
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It is requested that these documents be filed and recorded under the names of the parties as set forth above. In view of the fact that they relate to the Equipment Trust Agreement dated as of June 1, 1979 between BRAE Transportation and Morgan Guaranty Trust Company of New York, previously recorded and assigned recordation number 10630, we request that they be assigned the next available letter designations under that primary number.

I also enclose a check in the amount of \$26.00 for the required recordation fee.

Please return: (1) your letter acknowledging the filing, (2) a receipt for the \$26.00 filing fee, (3) the enclosed copy of this letter and (4) the original and four copies of document (retaining one for your files) all stamped with your official recordation information.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Leann Lloyd", with a large, sweeping flourish extending from the end of the signature.

Leann Lloyd
Assistant Vice President &
Corporate Secretary

Enclosures

EQUIPMENT SCHEDULE NO. 4

COPY

BRAE TRANSPORTATION INC. ("BRAE") hereby leases the following railcars to BURLINGTON NORTHERN RAILROAD COMPANY ("Lessee"), pursuant to that certain [per diem] Lease Agreement dated as of May 1, 1986 (the "Lease").

<u>Number of Cars</u>	<u>Description</u>	<u>Designation</u>	<u>Car Numbers</u>	<u>BRAE Code</u>
277	50', 70 ton, double door, Plate C boxcars	XM	BN 223098-223112 223114-223137 223139-223196 223197-223199 223533-223535 223541-223599 223113, 223269 223280-223281 223284, 223310 223295-223296 223301-223302 223313, 223316 223330 223270-223279 223282-223283 223285-223294 223297-223300 223303-223306 223309, 223643 223311-223312 223314-223315 223317-223329 223536-223537 223600-223642 223644-223647 223307-223308 223539-223540	(15) (24) (58) (3) (3) (59) (2) (2) (2) (2) (2) (2) (2) (1) (10) (2) (10) (4) (4) (2) (2) (2) (13) (2) (43) (4) (2) (2)
				000 000 000 330 330 330 340 360 360 360 360 360 360 360 370 370 370 370 370 430 430 430 490 490
21	50', 100 ton, double plug door, Plate C boxcars	XM	BN 223200, 223206, 223210, 223215, 223219, 223220, 223221, 223225-223228, 223233, 223239, 223242, 223244, 223246, 223252, 223254, 223255, 223261, 223268	(21) 490

298 Total

BRAE and Lessee hereby agree that this Equipment Schedule No. 4 shall supersede all previous Schedules and any such previous Schedules shall become null and void as of the date hereof.

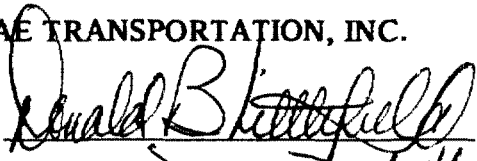
BRAE and Lessee hereby incorporate by reference all of the terms, conditions and provisions of the Lease in this Schedule.

Lessee hereby agrees that with respect to those certain 50', 100 ton, double plug door, Plate C boxcars listed above, that BRAE shall have the right to substitute or replace such 100 ton boxcars with 50', 70 ton, double sliding door, Plate C boxcars at any time during the term of the Lease.

IN WITNESS WHEREOF, the parties hereto have executed this Schedule as of the _____ day of _____, 1988.

BRAE TRANSPORTATION, INC.

By



Printed Name

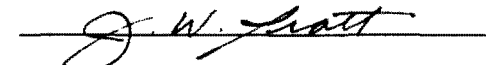
Donald B. Littlefield

Title

President - Rail Division

BURLINGTON NORTHERN RAILROAD
COMPANY

By



Printed Name

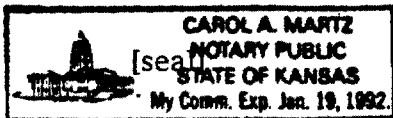
J.W. PRATT

Title

GST-FCM

STATE OF Kansas)
COUNTY OF Johnson) ss.

On this 22nd day of July, in the year 1988, before me Carol A. Martz, personally appeared G. W. Pratt, personally known to me (or proved to me on the basis of satisfactory evidence), to be the person who executed the within instrument as GST-FCM on behalf of the corporation therein named and acknowledged to me that the corporation executed it.



Carol A. Martz
Notary Public

My commission expires: 1-19-92

STATE OF CALIFORNIA)
COUNTY OF SAN FRANCISCO) ss.

On this 23rd day of July, in the year 1988, before me _____, personally appeared DONALD B. LITTLEFIELD, personally known to me (or proved to me on the basis of satisfactory evidence), to be the person who executed the within instrument as PRESIDENT - RAIL DIVISION on behalf of the corporation therein named and acknowledged to me that the corporation executed it.

[seal]

Debra J. [Signature]
Notary Public

My commission expires: 8/9/91